

**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

In re:

SEARS HOLDINGS CORPORATION, *et al.*,

Debtors.<sup>1</sup>

Chapter 11

Case No. 18-23538 (RDD)

(Jointly Administered)

**EIGHTH MONTHLY FEE STATEMENT OF FTI CONSULTING, INC. FOR  
COMPENSATION FOR SERVICES RENDERED AND REIMBURSEMENT OF  
EXPENSES INCURRED AS FINANCIAL ADVISOR TO THE OFFICIAL  
COMMITTEE OF UNSECURED CREDITORS FOR THE PERIOD FROM  
JUNE 1, 2019 THROUGH JUNE 30, 2019**

Name of Applicant:

FTI Consulting, Inc.

Authorized to provide Professional Services  
to:

Official Committee of Unsecured Creditors

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<sup>1</sup> The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, are as follows: Sears Holdings Corporation (0798); Kmart Holding Corporation (3116); Kmart Operations LLC (6546); Sears Operations LLC (4331); Sears, Roebuck and Co. (0680); ServiceLive Inc. (6774); SHC Licensed Business LLC (3718); A&E Factory Service, LLC (6695); A&E Home Delivery, LLC (0205); A&E Lawn & Garden, LLC (5028); A&E Signature Service, LLC (0204); FBA Holdings Inc. (6537); Innovel Solutions, Inc. (7180); Kmart Corporation (9500); MaxServ, Inc. (7626); Private Brands, Ltd. (4022); Sears Development Co. (6028); Sears Holdings Management Corporation (2148); Sears Home & Business Franchises, Inc. (6742); Sears Home Improvement Products, Inc. (8591); Sears Insurance Services, L.L.C. (7182); Sears Procurement Services, Inc. (2859); Sears Protection Company (1250); Sears Protection Company (PR) Inc. (4861); Sears Roebuck Acceptance Corp. (0535); Sears, Roebuck de Puerto Rico, Inc. (3626); SYW Relay LLC (1870); Wally Labs LLC (None); SHC Promotions LLC (9626); Big Beaver of Florida Development, LLC (None); California Builder Appliances, Inc. (6327); Florida Builder Appliances, Inc. (9133); KBL Holding Inc. (1295); KLC, Inc. (0839); Kmart of Michigan, Inc. (1696); Kmart of Washington LLC (8898); Kmart Stores of Illinois LLC (8897); Kmart Stores of Texas LLC (8915); MyGofer LLC (5531); Sears Brands Business Unit Corporation (4658); Sears Holdings Publishing Company, LLC. (5554); Sears Protection Company (Florida), L.L.C. (4239); SHC Desert Springs, LLC (None); SOE, Inc. (9616); StarWest, LLC (5379); STI Merchandising, Inc. (0188); Troy Coolidge No. 13, LLC (None); BlueLight.com, Inc. (7034); Sears Brands, L.L.C. (4664); Sears Buying Services, Inc. (6533); Kmart.com LLC (9022); and Sears Brands Management Corporation (5365). The location of the Debtors' corporate headquarters is 3333 Beverly Road, Hoffman Estates, Illinois 60179.

Date of Retention: December 19, 2018, *nunc pro tunc* to  
October 25, 2018

Period for which compensation and reimbursement is sought: June 1, 2019 through June 30, 2019

Monthly Fees Incurred: \$113,575.00

Monthly Expenses Incurred: \$286.54

Total Fees and Expenses: \$113,861.54

This is a: X monthly \_\_\_\_\_interim \_\_\_\_\_final application

This statement (the “**Fee Statement**”) of FTI Consulting, Inc. (together with its wholly owned subsidiaries and independent contractors, “**FTI**”) as financial advisor to the Official Committee of Unsecured Creditors of Sears Holdings Corporation, *et al.* (the “**Committee**”) is submitted in accordance with the *Order Authorizing Procedures for Interim Compensation and Reimbursement of Expenses of Professionals* [ECF No.796] entered on November 16, 2018, (the “**Order**”). In support of this Fee Statement, FTI respectfully states as follows.

1. The fees and expenses for the period from June 1, 2019 through and including June 30, 2019 (the “**Eighth Fee Period**”) amount to:

Professional Fees	\$113,575.00
Expenses	<u>286.54</u>
<b>TOTAL</b>	<b><u>\$113,861.54</u></b>

2. In accordance with the Order, if no timely and proper objection is made by a party-in-interest within fifteen (15) days after service of this Fee Statement, the Debtors are authorized to pay 80% of professional fees and 100% of out-of-pocket expenses. These amounts are presented below.

Professional Fees at 80%	\$90,860.00
Expenses at 100%	<u>286.54</u>
<b>TOTAL</b>	<b><u>\$91,146.54</u></b>

3. The professionals providing services, hourly billing rates, the aggregate hours worked by each professional, and the aggregate hourly fees for each professional during the Eighth Fee Period are set forth on the schedule annexed hereto as **Exhibit “A.”**

4. A summary of aggregate hours worked and aggregate hourly fees for each task code during the Eighth Fee Period is set forth on the schedule annexed hereto as **Exhibit “B.”**

5. Detailed time entry by task code during the Eighth Fee Period is set forth on the schedule annexed hereto as **Exhibit “C.”**

6. A summary of expenses incurred during the Eighth Fee Period is set forth on the schedule annexed hereto as **Exhibit “D.”**

7. Detailed breakdown of the expenses incurred during the Eighth Fee Period is set forth on the schedule annexed hereto as **Exhibit “E.”**

8. FTI reserves the right to request, in subsequent fee statements and applications, any fees and reimbursement of any additional expenses incurred during the Eighth Fee Period, as such fees and expenses may not have been captured to date in FTI’s billing system.

## NOTICE AND OBJECTION PROCEDURES

9. Notice of this Fee Statement shall be given by hand or overnight delivery or email where available upon (i) Sears Holdings Corporation, 3333 Beverly Road, Hoffman Estates, Illinois 60179, Attention: Mohsin Y. Meghji (email: mmeghji@miiipartners.com); (ii) counsel to the Debtors, Weil, Gotshal & Manges LLP, 767 Fifth Avenue, New York, NY 10153, Attention: Ray C. Schrock (email: ray.schrock@weil.com), Jacqueline Marcus (email: jacqueline.marcus@weil.com), Garrett A. Fail (email: garrett.fail@weil.com), and Sunny Singh (email: sunny.singh@weil.com); (iii) William K. Harrington, the United States Trustee, U.S. Federal Office Building, 201 Varick Street, Suite 1006, New York, NY 10014, Attention: Paul Schwartzberg (e-mail: paul.schwartzberg@usdoj.gov) and Richard Morrissey (e-mail: richard.morrissey@usdoj.gov); and (iv) counsel to Bank of America, N.A., Skadden, Arps, Slate, Meagher & Flom LLP, 4 Times Square, New York, NY 10036, Attention: Paul D. Leake (email: paul.leake@skadden.com), Shana A. Elberg (email: shana.elberg@skadden.com) and George R. Howard (email: george.howard@skadden.com); (v) Paul E. Harner, fee examiner, 1675 Broadway, New York, NY 10019 (email: harnerp@ballardspahr.com); and (vi) counsel to the fee examiner, Ballard Spahr LLP, 1675 Broadway, New York, NY 10019, Attention: Vincent J. Marriott (email: marriott@ballardspahr.com) and Tobey M. Daluz (email: daluzt@ballardspahr.com) (collectively, the “Notice Parties”).

10. Objections to this Fee Statement, if any, must be filed with the Court and served upon the Notice Parties so as to be received no later than August 7, 2019 (the “Objection Deadline”), setting forth the nature of the objection and the amount of fees or expenses at issue (an “Objection”).

11. If no objections to this Fee Statement are filed and served as set forth above, the Debtors shall promptly pay eighty percent (80%) of the fees and one hundred percent (100%) of the expenses identified herein.

12. If an objection to this Fee Statement is received on or before the Objection Deadline, the Debtors shall withhold payment of that portion of this Fee Statement to which the objection is directed and promptly pay the remainder of the fees and disbursements in the percentages set forth above. To the extent such an objection is not resolved, it shall be preserved and scheduled for consideration at the next interim fee application hearing to be heard by the Court.

Dated: New York, New York  
July 23, 2019

FTI CONSULTING, INC.  
Financial Advisors to the Official Committee of  
Unsecured Creditors of Sears Holdings Corporation

By: /s/ Matthew Diaz  
Matthew Diaz, Senior Managing Director  
Three Times Square, 10<sup>th</sup> Floor  
New York, New York 10036  
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**EXHIBIT A****SEARS HOLDINGS CORPORATION, et al. - CASE NO. 18-23538****SUMMARY OF HOURS BY PROFESSIONAL****FOR THE PERIOD JUNE 1, 2019 TO JUNE 30, 2019**

<b>Professional</b>	<b>Position</b>	<b>Specialty</b>	<b>Billing Rate</b>	<b>Total Hours</b>	<b>Total Fees</b>
Diaz, Matthew	Sr Managing Dir	CF - Core	\$ 1,050	33.3	\$ 34,965.00
Gotthardt, Gregory	Sr Managing Dir	Real Estate	775	9.0	6,975.00
Greenspan, Ronald F	Sr Managing Dir	Real Estate	1195	1.3	1,553.50
Joffe, Steven	Sr Managing Dir	CF - Tax	1,095	0.9	985.50
Nelson, Cynthia A	Sr Managing Dir	Real Estate	1,050	1.0	1,050.00
Simms, Steven	Sr Managing Dir	CF - Core	1,195	5.8	6,931.00
Star, Samuel	Sr Managing Dir	CF - Core	1,095	2.1	2,299.50
Eisler, Marshall	Senior Director	CF - Core	795	40.4	32,118.00
Kaneb, Blair	Consultant	CF - Core	400	10.6	4,240.00
Kim, Ye Darm	Consultant	CF - Core	400	55.8	22,320.00
Hellmund-Mora, Marili	Project Asst	CF - Core	275	0.5	137.50
<b>TOTAL</b>				<b>160.7</b>	<b>\$ 113,575.00</b>

**EXHIBIT B****SEARS HOLDINGS CORPORATION, et al. - CASE NO. 18-23538****SUMMARY OF HOURS BY TASK****FOR THE PERIOD JUNE 1, 2019 TO JUNE 30, 2019**

<b>Task Code</b>	<b>Task Description</b>	<b>Total Hours</b>	<b>Total Fees</b>
10	Analysis of Tax Issues	0.3	328.50
11	Prepare for and Attend Court Hearings	2.6	2,730.00
14	Analysis of Claims/Liab Subject to Compr	81.0	55,620.00
15	Analyze Interco Claims, RP Trans, SubCon	1.4	1,470.00
16	Analysis, Negotiate and Form of POR & DS	45.3	31,637.50
17	Wind Down Monitoring	2.1	1,851.00
18	Potential Avoidance Actions & Litigation	12.9	11,302.00
21	General Mtgs with UCC & UCC Counsel	3.3	3,519.00
22	Meetings with Other Parties	0.7	739.50
24	Preparation of Fee Application	11.1	4,377.50
<b>TOTAL</b>		<b>160.7</b>	<b>\$ 113,575.00</b>

## EXHIBIT C

## SEARS HOLDINGS CORPORATION, et al. - CASE NO. 18-23538

## DETAIL OF TIME ENTRIES

## FOR THE PERIOD JUNE 1, 2019 TO JUNE 30, 2019

Task Category	Date	Professional	Hours	Activity
10	6/20/2019	Joffe, Steven	0.3	Review amended disclosure statement for tax issues.
<b>10 Total</b>			<b>0.3</b>	
11	6/19/2019	Diaz, Matthew	0.8	Prepare for the Sears hearing, including review of the proposed fee order.
11	6/20/2019	Diaz, Matthew	1.8	Partial participation on the sears court hearing.
<b>11 Total</b>			<b>2.6</b>	
14	4/17/2019	Kim, Ye Darm	3.3	Analyze new claims report provided by Debtors from claims filed 4/8 - 4/10.
14	6/3/2019	Eisler, Marshall	1.6	Reconcile Debtors' claims classification from liquidation analysis provided by MIII to other documents.
14	6/3/2019	Diaz, Matthew	0.7	Review 503b9 analysis.
14	6/4/2019	Eisler, Marshall	2.8	Evaluate analysis sizing 503(b)(9) claims pool as provided by MIII.
14	6/4/2019	Diaz, Matthew	0.8	Review the Debtors' updated 503b9 analysis.
14	6/5/2019	Eisler, Marshall	2.9	Review diligence questions to be sent to MIII re: 503b9 claims.
14	6/19/2019	Kim, Ye Darm	0.7	Review Counsel's request re: 507b claims analysis.
14	6/20/2019	Eisler, Marshall	2.3	Evaluate Griffith Expert report on 507b claims.
14	6/20/2019	Eisler, Marshall	2.1	Evaluate Schulte report on 507b claims.
14	6/20/2019	Eisler, Marshall	2.2	Evaluate Murray Expert report on 507b claims.
14	6/20/2019	Eisler, Marshall	2.4	Evaluate Henrich Expert report on 507b claims.
14	6/20/2019	Eisler, Marshall	2.7	Review and provide comments to exhibit summarizing and contrasting assumptions in 507b expert reports.
14	6/20/2019	Eisler, Marshall	1.2	Evaluate exhibit detailing surchargeable expense assumptions used in expert reports.
14	6/20/2019	Simms, Steven	2.1	Review items related to 507 dispute with the 2L Creditors.
14	6/20/2019	Diaz, Matthew	2.3	Review the proposed 507b claims.
14	6/20/2019	Kim, Ye Darm	3.6	Process revisions to 507b expert report comparable analysis.
14	6/20/2019	Kim, Ye Darm	2.1	Analyze Debtors 507b expert report and declaration.
14	6/20/2019	Kim, Ye Darm	4.1	Prepare first comparable analysis of expert report 507b valuations.
14	6/20/2019	Kim, Ye Darm	3.2	Review 2L bondholders expert reports and declarations re: 507b analysis.
14	6/20/2019	Kim, Ye Darm	3.5	Prepare deliverable for counsel re: 507b comparable analysis.
14	6/21/2019	Eisler, Marshall	2.1	Participate in strategy meeting with Counsel re: 507b claims analysis.
14	6/21/2019	Eisler, Marshall	1.3	Evaluate Burian Sale Hearing expert report re: inventory value.
14	6/21/2019	Simms, Steven	1.1	Partial participation in meeting with Counsel on 507B issues.
14	6/21/2019	Diaz, Matthew	1.5	Review summaries of the 507b expert reports.
14	6/21/2019	Kim, Ye Darm	2.1	Participate in strategy meeting with Counsel re: 507b claims analysis.
14	6/21/2019	Kim, Ye Darm	0.9	Revise deliverable for counsel re: 507b comparable analysis.
14	6/24/2019	Simms, Steven	0.6	Correspond with M-III regarding 507b issues.
14	6/24/2019	Diaz, Matthew	0.6	Participate on call with m-iii to discuss the 507b claims.
14	6/24/2019	Diaz, Matthew	1.5	Review of the expert reports to prepare for the call with m-iii on the 507b claims.
14	6/24/2019	Diaz, Matthew	1.1	Review updated 507b analysis.
14	6/24/2019	Kim, Ye Darm	3.8	Process revisions to 507b comparable analysis for Counsel.
14	6/25/2019	Diaz, Matthew	1.2	Review updated 507b claim analysis.
14	6/25/2019	Diaz, Matthew	0.5	Participate on call with m-iii on the 507b claim analysis.
14	6/25/2019	Kim, Ye Darm	1.0	Revise Sears 507b comparable analysis for counsel.
14	6/25/2019	Kim, Ye Darm	1.9	Review Debtors' 507b claims valuation and source assumptions used.
14	6/26/2019	Diaz, Matthew	1.6	Continue to review 507b claim analysis.
14	6/26/2019	Diaz, Matthew	0.5	Participate on call with counsel to discuss the 507b response.
14	6/26/2019	Kim, Ye Darm	0.7	Continue diligence of Debtors' sources re: 85% recovery on inventory.
14	6/27/2019	Simms, Steven	0.6	Correspond with counsel on 507B items.
14	6/27/2019	Diaz, Matthew	0.6	Participate on call with counsel to discuss the 507b objection.
14	6/27/2019	Diaz, Matthew	0.7	Review the updated Griffith declaration.
14	6/27/2019	Diaz, Matthew	1.7	Detail review of the 507b objection.
14	6/27/2019	Kim, Ye Darm	0.9	Review Griffith supplemental declaration re: 507b claims.



## EXHIBIT C

## SEARS HOLDINGS CORPORATION, et al. - CASE NO. 18-23538

## DETAIL OF TIME ENTRIES

## FOR THE PERIOD JUNE 1, 2019 TO JUNE 30, 2019

Task Category	Date	Professional	Hours	Activity
14	6/27/2019	Kim, Ye Darm	0.9	Review revised draft of Counsel's 507b draft of memo and joinder to Debtors' declaration.
14	6/27/2019	Kim, Ye Darm	0.8	Review revised 507b memo with Counsel and legal allowance of 506c surcharge claims.
14	6/27/2019	Kim, Ye Darm	2.0	Review draft 507b supplemental memo and draft joinder to Debtors' supplemental declaration.
14	6/28/2019	Diaz, Matthew	0.7	Review final 507b objection.
14	6/28/2019	Kim, Ye Darm	1.5	Update 507b comparison analysis for latest Debtors' assumptions.
<b>14 Total</b>			<b>81.0</b>	
15	6/3/2019	Diaz, Matthew	1.4	Review updated i/c analysis.
<b>15 Total</b>			<b>1.4</b>	
16	6/3/2019	Eisler, Marshall	2.3	Reconcile liquidation analysis from company re: toggle plan.
16	6/4/2019	Eisler, Marshall	1.1	Correspond with MIII and Weil re: admin solvency tracker.
16	6/4/2019	Simms, Steven	0.3	Obtain update on case items related to Plan.
16	6/6/2019	Eisler, Marshall	2.2	Provide comments to model outlining PBGC settlement sensitivities.
16	6/6/2019	Kim, Ye Darm	3.2	Prepare additional sensitivity summaries for counsel reflecting PBGC settlement benefit v. litigation proceeds.
16	6/6/2019	Eisler, Marshall	2.7	Review APA and Transform complaint in order to respond to Akin diligence questions re: liquidity impact.
16	6/7/2019	Eisler, Marshall	1.6	Evaluate presentation for UCC re PBGC settlement.
16	6/7/2019	Star, Samuel	0.3	Review email from Akin Gump re: Transform and Debtors motions re: enforcement of automatic stay.
16	6/7/2019	Diaz, Matthew	1.3	Review the updated Sears Recovery Analysis.
16	6/7/2019	Diaz, Matthew	1.2	Review the update slides on the sears recovery analysis.
16	6/7/2019	Eisler, Marshall	2.1	Provide comments to memo provided by Akin outlining Transform complaint.
16	6/10/2019	Eisler, Marshall	1.2	Respond to Akin diligence question re: Kmart creditor distribution premium.
16	6/10/2019	Diaz, Matthew	4.1	Attend in person meeting at Weil to negotiate a consensual plan with the Debtors' advisors and the independent directors.
16	6/11/2019	Diaz, Matthew	0.6	Review Akin summary of the APA disputes with ESL.
16	6/12/2019	Diaz, Matthew	0.2	Participate on call with Akin to discuss the status of the plan.
16	6/12/2019	Eisler, Marshall	0.8	Respond to Akin diligence question re: Assumed Transform liabilities.
16	6/12/2019	Simms, Steven	0.2	Correspondence on Plan items with professionals.
16	6/14/2019	Simms, Steven	0.3	Obtain update on Plan issues.
16	6/18/2019	Kim, Ye Darm	0.9	Review UCC settlement terms re: corporate governance.
16	6/18/2019	Simms, Steven	0.3	Correspond with professionals on Plan issues.
16	6/19/2019	Kim, Ye Darm	0.5	Review Counsel's memorandum re: additional deposition questions and provide revisions.
16	6/19/2019	Kim, Ye Darm	0.5	Draft email response to Counsel re: line of argument for Riecker deposition.
16	6/19/2019	Kim, Ye Darm	1.5	Review Riecker Deposition transcript and provide commentary re: APA disputes to counsel.
16	6/19/2019	Star, Samuel	0.3	Meet with team re: updated work plan and POR settlement.
16	6/19/2019	Diaz, Matthew	0.9	Review recovery analysis.
16	6/21/2019	Eisler, Marshall	2.8	Determine impact from statements made in C. Good testimony transcript re: Transform dispute.
16	6/21/2019	Kim, Ye Darm	1.2	Review Chris Good deposition transcript re: APA disputes.
16	6/23/2019	Kim, Ye Darm	2.8	Provide deposition transcript analysis/commentary re: APA disputes line of questioning for Counsel.
16	6/23/2019	Kim, Ye Darm	2.1	Review Holz transcript re: APA disputes.
16	6/28/2019	Diaz, Matthew	0.3	Review updated plan and DS.

## EXHIBIT C

## SEARS HOLDINGS CORPORATION, et al. - CASE NO. 18-23538

## DETAIL OF TIME ENTRIES

## FOR THE PERIOD JUNE 1, 2019 TO JUNE 30, 2019

Task Category	Date	Professional	Hours	Activity
16	6/28/2019	Kim, Ye Darm	1.8	Prepare for Schulte deposition and review related documents.
16	6/29/2019	Kim, Ye Darm	2.6	Participate in Schulte deposition.
16	6/29/2019	Kim, Ye Darm	1.1	Prepare for Schulte deposition and review related documents.
<b>16 Total</b>			<b>45.3</b>	
17	6/18/2019	Diaz, Matthew	0.7	Review updated admin solvency tracker.
17	6/18/2019	Star, Samuel	0.8	Review draft term sheet re: governance issues and latest solvency tracker in preparation for call with UCC.
17	6/27/2019	Kim, Ye Darm	0.6	Review Debtors' latest admin solvency tracker.
<b>17 Total</b>			<b>2.1</b>	
18	6/10/2019	Gotthardt, Gregory	2.6	Investigate JV rent issue related to Paul Weiss draft complaint and discussion with Akin Gump.
18	6/17/2019	Greenspan, Ronald F	0.4	Review new Seritage rental and valuation info.
18	6/17/2019	Greenspan, Ronald F	0.9	Participate on call with Akin re: Seritage rental and valuation info.
18	6/17/2019	Nelson, Cynthia A	0.5	Review information related to Seritage transaction.
18	6/17/2019	Gotthardt, Gregory	2.2	Review and analyze discovery materials sent over by Akin Gump related to Seritage transaction.
18	6/17/2019	Simms, Steven	0.3	Correspond with professionals re: ESL disputes.
18	6/18/2019	Diaz, Matthew	1.8	Review updated investigation analysis.
18	6/18/2019	Gotthardt, Gregory	3.3	Continue to review and analyze discovery materials sent over by Akin Gump related to Seritage transaction.
18	6/18/2019	Gotthardt, Gregory	0.9	Participate on call with Akin Gump to discuss discovery materials related to the Seritage transaction.
<b>18 Total</b>			<b>12.9</b>	
21	6/6/2019	Diaz, Matthew	0.5	Participate on call with Akin to discuss the results of the hearing and related next steps for tomorrow's UCC call.
21	6/7/2019	Nelson, Cynthia A	0.5	Obtain an understanding of case status with respect to the proposed plan and direction for resolution of case.
21	6/7/2019	Diaz, Matthew	0.6	Participate on call with the UCC to discuss the status of the plan process and related next steps.
21	6/7/2019	Diaz, Matthew	0.5	Participate in a professionals call with the UCC advisors to discuss the status conference with the judge.
21	6/18/2019	Joffe, Steven	0.6	Participate on committee call.
21	6/18/2019	Star, Samuel	0.6	Participate on call with UCC re: settlement term sheet, liquidating trust board candidates and POR timeline.
<b>21 Total</b>			<b>3.3</b>	
22	6/12/2019	Diaz, Matthew	0.6	Participate on call with a creditor to discuss the public aspects of the Debtors' recovery analysis.
22	6/25/2019	Star, Samuel	0.1	Participate on call with trade claims representative re: case status.
<b>22 Total</b>			<b>0.7</b>	
24	6/4/2019	Kaneb, Blair	0.3	Prepare weekly fee estimate.
24	6/6/2019	Kaneb, Blair	3.2	Prepare May fee application.
24	6/7/2019	Kaneb, Blair	2.1	Prepare May fee application.
24	6/10/2019	Kaneb, Blair	0.6	Prepare May fee application.
24	6/11/2019	Kaneb, Blair	0.5	Prepare materials for SHC fee examiner.
24	6/12/2019	Hellmund-Mora, Marili	0.5	Generate fee estimate in connection with reporting budget.
24	6/12/2019	Kaneb, Blair	0.3	Prepare weekly fee estimate.
24	6/13/2019	Kaneb, Blair	0.3	Prepare May fee application.
24	6/19/2019	Kaneb, Blair	0.2	Prepare weekly fee estimate.
24	6/19/2019	Kaneb, Blair	3.1	Finalize May fee application per team's comments.
<b>24 Total</b>			<b>8.0</b>	
<b>Grand Total</b>			<b>160.7</b>	

**EXHIBIT D**

**SEARS HOLDINGS CORPORATION, et al. - CASE NO. 18-23538**

**SUMMARY OF EXPENSES**

**FOR THE PERIOD JUNE 1, 2019 TO JUNE 30, 2019**

<b>Expense Type</b>	<b>Amount</b>
Transportation	\$ 114.54
Working Meals <sup>1</sup>	100.00
Other	72.00
<b>Grand Total</b>	<b>\$ 286.54</b>

<sup>1</sup>Overtime meals over \$20.00 have been reduced to \$20.00.

EXHIBIT E

SEARS HOLDINGS CORPORATION, et al. - CASE NO. 18-23538

EXPENSE DETAIL

FOR THE PERIOD JUNE 1, 2019 TO JUNE 30, 2019

Date	Professional	Expense Type	Expense Detail	Amount
3/31/2019	Kaneb, Blair	Working Meals	Dinner while working late in the office on the case.	\$ 20.00
4/3/2019	Kaneb, Blair	Working Meals	Dinner while working late in the office on the case.	20.00
4/4/2019	Kaneb, Blair	Working Meals	Dinner while working late in the office on the case.	20.00
6/10/2019	Eisler, Marshall	Working Meals	Dinner while working late on the case.	20.00
6/10/2019	Eisler, Marshall	Working Meals	Dinner while working late on the case.	20.00
<b>Working Meals Total</b>				<b>100.00</b>
5/28/2019	Kim, Ye Darm	Transportation	Taxi home from the office after working late on case.	10.76
5/29/2019	Kim, Ye Darm	Transportation	Taxi home from the office after working late on case.	14.10
6/6/2019	Kim, Ye Darm	Transportation	Taxi home from the office after working late on case.	12.15
6/10/2019	Diaz, Matthew	Transportation	Taxi from Weil's office to FTI after attending meeting.	13.56
6/11/2019	Kim, Ye Darm	Transportation	Taxi home from the office after working late on case.	10.76
6/18/2019	Kim, Ye Darm	Transportation	Taxi home from the office after working late on case.	12.51
6/20/2019	Kim, Ye Darm	Transportation	Taxi home from the office after working late on case.	12.36
6/21/2019	Kim, Ye Darm	Transportation	Taxi home from the office after working late on case.	10.76
6/27/2019	Kim, Ye Darm	Transportation	Taxi home from the office after working late on case.	7.53
6/29/2019	Kim, Ye Darm	Transportation	Taxi home from the office after working late on case.	10.05
<b>Transportation</b>				<b>114.54</b>
6/21/2019	Diaz, Matthew	Other	Courtcall charge for participation on Sears Interim Application Hearing.	72.00
<b>Other</b>				<b>72.00</b>
<b>Grand Total</b>				<b>\$ 286.54</b>